

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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PRETRIAL AND SCHEDULING ORDER RELATING TO DEBTORS'
MOTION FOR ORDER UNDER 11 U.S.C. § 365 AND FED. R. BANKR. P. 6006
AUTHORIZING REJECTION OF CERTAIN EXECUTORY
CONTRACTS WITH GENERAL MOTORS CORPORATION

Upon the motion, dated March 31, 2006, of the debtors in the above-captioned cases (the "Debtors") for an order under section 365(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), authorizing the rejection of certain executory contracts with General Motors Corporation ("GM") (Docket No. 3033) (the "Motion"); and the Debtors having originally noticed the Motion for hearing on the omnibus hearing date of May 12, 2006; and the Court having agreed to a first adjournment of the hearing on the Motion to June 2, 2006; and to a second adjournment of the hearing on the Motion to June 19, 2006; and upon the objections to the Motion filed by GM (Docket Nos. 3210 and 4019), Appaloosa Management LLP (Docket No. 3243), SPS Technologies, LLC (Docket No. 3567), and the Official Committee of Equity Security Holders (Docket Nos. 3926 and 4128); and the parties having conducted discovery in respect of the Motion pursuant to "meet and confer" agreements reached between GM and the Debtors in accordance with the Case Management Order (Docket No. 245); and the parties having resolved their discovery disputes to date without

further order of this Court and further discovery being taken; and the Court having concurrently received, considered and granted a request to recess the contested hearing currently before the Court on the Debtors' motion under sections 1113 and 1114 of the Bankruptcy Code (the "Sections 1113/1114 Motion"); and counsel to the Debtors and GM having advised the Court that the parties believe that the prospects for a consensual resolution of the Sections 1113/1114 Motion and the Motion would be facilitated by an adjournment of the scheduled commencement of the contested hearing on the Motion from June 19, 2006 to a date following the completion and/or resolution of the contested hearing on the Sections 1113/1114 Motion; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The hearing on the Motion is adjourned to August 15, 2006, provided that the hearings on the Sections 1113/1114 Motion are completed or resolved prior to that time. Otherwise, a status conference will be held with the Court on August 15, 2006 to schedule dates for the hearing on the Motion. Once commenced, the hearings on the Motion will continue thereafter on a day to day basis until completed except to the extent the Court designates days for other docket matters before the Court not related to the Debtors.

2. Any further supplemental objections to the Motion by parties other than GM shall be filed by 12:00 noon EDT on Monday, June 12, 2006, except that the deadline for the filing of a supplemental objection by Appaloosa Management L.P., Wexford Capital LLC, Lampe Conway & Co., L.L.C., Harbinger Capital Partners LLC, and Marathon Asset Management LLC (collectively, the "Appaloosa Group") shall be extended until June 26, 2006 or such later date as the Debtors and the Appaloosa Group mutually agree, provided that the

discovery deadline of June 16, 2006 set forth in paragraph 4 below shall be applicable to all parties, including the Appaloosa Group.

3. All response(s), including all initial or supplemental declarations in connection therewith, by any party, including the Debtors, to any initial or supplemental objections shall be filed by 12:00 noon EDT on Thursday, June 15, 2006, with the exception that responses to any supplemental objection by the Appaloosa Group shall be filed not later than five days after the deadline for the filing of such supplemental objection.

4. All discovery related to the Motion shall be completed on or before Friday, June 16, 2006, with the sole exception that the parties may later depose individuals (if any) who submit initial or supplemental declarations after June 9, 2006, such later depositions to be scheduled by agreement of the parties.

5. Unless the Motion is resolved by settlement, the parties shall conduct a “meet and confer” conference during the week of July 31, 2006 to establish mutually acceptable dates for the exchange of proposed exhibits and the preparation and submission of a joint exhibit binder by the Debtors and to address all other pretrial scheduling matters.

6. This Order may be amended, subject to approval of the Court, upon the agreement of the parties or upon motion for good cause shown.

Dated: New York, New York
June 13, 2006

/s/ ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE